

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.

065184 BOSTON CHICKEN, INC.
0007 CHAPTER 11 BANKRUPTCY RESTRUCTURING

Invoice Number 678625
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Date	Tkpr	Task	Acty		Hours
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				correspondence regarding terms.	
05/26/99	CS	B210	A106	Telephone calls with Mike Jenkins regarding hearing and related issues.	3.00
05/27/99	CJM	B210	A102	Review of Arizona statutory law regarding potential legal liability to corporate officers for unpaid employee wages and review of statutory laws regarding potential legal liability to corporate officers for unpaid employee wages for State of Colorado, Connecticut, District of Columbia, Delaware, Florida, Indiana and Kansas.	7.70
05/27/99	HRS	B210	A106	Conference call with client representatives, BT Alex. Brown and Cerberus principal regarding investment alternatives and company operational issues.	1.50
05/28/99	LBD	B210	A104	Review e-mails regarding exclusive license agreement.	0.30
05/28/99	LBD	B210	A104	Review motion for expedited hearing on motion to approve exclusive license agreement.	0.20
05/28/99	LBD	B210	A103	Draft Notice of Expedited Hearing	0.50
05/28/99	LBD	B210	A103	Draft order granting expedited hearing on motion to approve exclusive license agreement.	0.40
05/28/99	LBD	B210	A111	Coordinate the filing and service of Motion for Expedited Hearing on Motion to Approve Exclusive License Agreement, Notice of Hearing and Proposed Order.	1.60
05/28/99	JPR	B210	A106	Two discussions with Amy Powers regarding SEC 12b-25 filing.	0.50

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05/28/99	CJM	B210	A102	Review of case law applicable to potential individual corporate officer liability for unpaid employee wages.	2.50
05/28/99	HRS	B210	A107	Lengthy telephone conference with Larry Nyhan regarding hearing on Heinz motion.	0.70
05/28/99	CS	B210	A106	Telephone call with Mike Jenkins regarding various issues.	1.50
05/29/99	CJM	B210	A102	Review of Maryland statutory law regarding potential legal liability of corporate officers for unpaid employee wages.	3.20
05/29/99	CJM	B210	A102	Review of statutory laws regarding legal liability of corporate officers for unpaid employee wages in states of Utah, Wisconsin, Georgia, North Carolina, South Carolina and Virginia.	3.20
05/30/99	CJM	B210	A102	Review of Maryland statutory law regarding potential legal liability of corporate officers for unpaid employee wages.	4.00
05/30/99	CJM	B210	A102	Review of statutory laws regarding potential legal liability of corporate officers for unpaid employee wages in states of New Jersey, New Mexico, Nevada, New York, Ohio, Rhode Island and Texas.	2.40
05/31/99	CJM	B210	A102	Review of Maryland statutory law regarding potential legal liability of corporate officers for unpaid employee wages.	2.00
05/31/99	CJM	B210	A102	Review of statutory laws regarding potential legal liability of	3.20

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Date	Tkpr	Task	Acty		Hours
				corporate officers for unpaid employee wages for states of Massachussets, Michigan, Minnesota and Nebraska.	
05/01/99	CS	B230	A106	Telephone call with Mike Jenkins to review Alex Brown material to prepare for meetings with GE, Bank of America, lawyers and bankers.	2.50
05/03/99	HRS	B230	A106	Conference with client representatives, BT Alex. Brown representatives and Cecil Schenker in preparation for lender group meeting.	1.10
05/03/99	HRS	B230	A109	Attend meeting with bank lender group.	4.50
05/03/99	CS	B230	A106	Meet with Mike Jenkins and Rey Stroube and representatives of BT Alex Brown (Barry Ridings and Andrew Yearley).	3.00
05/03/99	CS	B230	A108	Attend meeting with representatives of Bank of America and GE and their lawyers and financial advisors.	3.00
05/04/99	HRS	B230	A109	Attend meeting with potential investors.	4.00
05/05/99	HRS	B230	A106	Client conference in preparation for Resurgence meeting.	0.60
05/05/99	HRS	B230	A109	Attend Resurgence meeting.	3.50
05/06/99	HRS	B230	A104	Review term sheet regarding DIP amendment and exclusivity.	0.50
05/06/99	HRS	B230	A107	Telephone conferences with Jean LeBlanc regarding DIP amendment and exclusivity.	0.90
05/06/99	HRS	B230	A107	Telephone conference with L. Nyhan	0.50

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Date	Tkpr	Task	Acty		Hours
				and D. Cary regarding DIP amendment and exclusivity.	
05/06/99	CS	B230	A105	Telephone call with Rey Stroube regarding May 3, 1999 meeting of Bank of America, GE, et al. and extension of exclusivity and Heinz agreement.	1.00
05/11/99	JPR	B230	A104	Review DIP Loan Amendment.	0.70
05/11/99	JPR	B230	A106	Telephone call with Jean LeBlanc regarding DIP Loan Amendment.	0.20
05/11/99	JPR	B230	A106	Telephone call regarding DIP Loan Amendment with Larry White.	0.20
05/12/99	JPR	B230	A106	Telephone call with Larry White and Rey Stroube regarding DIP Amendment 2.	0.30
05/12/99	JPR	B230	A106	Telephone call with Mike Daigle regarding DIP Amendment 2.	0.30
05/12/99	HRS	B230	A106	Telephone conference with Pat Ryan and Larry White regarding second amendment to DIP.	0.60
05/12/99	HRS	B230	A107	Telephone conference with Pat Ryan and Jean LeBlanc regarding second amendment to DIP agreement.	0.90
05/13/99	HRS	B230	A107	Telephone conference with R. Casher regarding DIP and exclusivity.	0.50
05/13/99	CS	B230	A105	Telephone call with Rey Stroube regarding Price Waterhouse Coopers and Bank of American group meeting of May 3, 1999 and review DLJ debt capacity and preliminary marketing reports and update buyer list.	2.00
05/17/99	HRS	B230	A107	Conference with R. Haines regarding second amendment to DIP	0.30

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Date	Tkpr	Task	Acty		Hours
				and cour procedures.	
05/17/99	HRS	B230	A107	Conference calls with Jean LeBlanc regarding terms of orders.	0.90
05/17/99	HRS	B230	A104	Review of terms of orders on DIP amendment and exclusivity.	0.40
05/17/99	HRS	B230	A106	Lengthy telephone conference with M. Jenkins, L. White, M. Daigle and A. Powers regarding bank discussions.	1.30
05/17/99	HRS	B230	A107	Telephone conference with Pat Ryan regarding terms of DIP amendment and finalization of documents.	0.50
05/17/99	HRS	B230	A106	Two telephone conferences with Larry White regarding cash flow issues and timing for presentation on DIP motion.	0.70
05/17/99	HRS	B230	A103	Compose e-mail to J. LeBlanc and R. Haines regarding DIP motion and order.	0.40
05/17/99	HRS	B230	A105	Telephone conference with C. Schenker regarding bank meetings and operational issues.	0.40
05/18/99	HRS	B230	A107	Telephone conference with A. Yearly regarding investment inquiries.	0.40
05/20/99	HRS	B230	A103	Draft motion on amendment to DIP.	0.50
05/21/99	HRS	B230	A103	Work on second motion to amend DIP agreement.	0.80
05/21/99	HRS	B230	A106	Multiple telephone conferences with client and with bank attorneys regarding amendment to DIP agreement and hearing on same.	3.40
05/24/99	HRS	B230	A107	Telephone conference with bank	1.00

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Date	Tkpr	Task	Acty		Hours
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				counsel regarding DIP issues and regarding Heinz issues.	
05/06/99	KMA	B310	A104	Review letter seeking payment of Dell Financial Services, L.P.'s administrative claim received from Doug Stum and also review sections of bankruptcy code cited therein.	0.50
05/06/99	KMA	B310	A103	Draft and revise e-mail to Rey Stroube regarding letter received from Doug Stum.	0.10
05/06/99	KMA	B310	A108	Telephone conference with Doug Stum to verify receipt of letter and to request a copy of Dell Financial's proof of claim.	0.10
05/07/99	LBD	B310	A107	Communications with M. Shoenike regarding claims docket.	0.30
05/17/99	LBD	B310	A105	Telephone call with M. Venus regarding proofs of claim filed by Ronald Eppinger and Singrid Ellwanger.	0.30
05/17/99	LBD	B310	A107	Communications with M. Shoenike regarding late filed proofs of claim and status of claims docket.	0.40
05/26/99	LBD	B310	A106	Conference call with R. Miller regarding proofs of claims filed with Court and parties served with bar date order.	0.30
05/26/99	LBD	B310	A103	Update mailing list of bar date order and communicate to client.	0.40
05/27/99	LBD	B310	A105	Conference with R. Stroube regarding claims process.	0.20
05/17/99	SMV	B320	A104	Locate most recent draft disclosure statement and begin review.	2.50

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Date	Tkpr	Task	Acty		Hours
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05/17/99	HRS	B320	A105	Conference with M. Venus regarding disclosure statement.	0.40
05/24/99	SMV	B320	A103	Review and revise disclosure statement.	2.00
TOTAL HOURS					386.45

TIMEKEEPER TIME SUMMARY:

Timekeeper	Hours	Rate	Value
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RE BETTAC	0.70	at \$225 =	157.50
JP ESPOSITO	0.20	at \$350 =	70.00
BS MENDELSON	7.95	at \$400 =	3,180.00
JP RYAN	29.00	at \$275 =	7,975.00
SJ SAMORAJCZYK	0.20	at \$400 =	80.00
C SCHENKER	48.00	at \$350 =	16,800.00
HR STROUBE	88.00	at \$400 =	35,200.00
SM VENUS	34.30	at \$325 =	11,147.50
LS BROYHILL	0.40	at \$300 =	120.00
SJ ALBERTS	21.70	at \$215 =	4,665.50
JM ABELL	1.50	at \$155 =	232.50
KM AURZADA	22.80	at \$155 =	3,534.00
AM HEBERT	8.90	at \$180 =	1,602.00
TL HOEKEL	7.40	at \$130 =	962.00
C MCKINNEY	31.10	at \$130 =	4,043.00
LB DEWITT	84.20	at \$100 =	8,420.00
MR MORSE	0.10	at \$110 =	11.00

CURRENT FEES

98,200.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

LONG DISTANCE CALLS	41.48
PHOTOCOPIES	7.04
PHOTOCOPIES/PRINTING OFF SITE	45.00
SEARCH FEE	42.00
TELECOPY/FAX LONG DISTANCE	42.00

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COMPUTERIZED LEGAL RESEARCH	242.79
POSTAGE	0.33
COURIER/UPS	41.50
LONG DISTANCE CALLS	6.39
TELECOPY/FAX-LONG DISTANCE	18.00
OVERNIGHT COURIER	103.75
LONG DISTANCE CALLS	72.54
LONG DISTANCE CALLS	158.06
PHOTOCOPIES	1,260.00
TELECOPY/FAX	283.50
PARKING	47.00
TRAVEL	40.00
TRAVEL/AIRFARE	2,275.00
TRAVEL/AUTO	108.57
TRAVEL/LODGING	1,133.94
TRAVEL/GROUND TRANSPORTATION	122.00
TRAVEL/MEALS (100%)	467.36
COMPUTERIZED LEGAL RESEARCH	2,774.70
POSTAGE	274.05
LONG DISTANCE CALLS	195.17
PHOTOCOPIES	50.40
PARKING	10.00
TRAVEL/GROUND TRANSPORTATION	61.00
LONG DISTANCE CALLS	16.97
TELECOPY/FAX	9.00

CURRENT EXPENSES	9,949.54

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TOTAL AMOUNT OF THIS INVOICE 108,149.54

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INVOICE SUMMARY OF TIME BILLED BY TASK:

	Hours	Value
B110 Case Administration	56.10	10,801.00
B120 Asset Analysis and Recovery	21.20	3,830.00
B130 Asset Disposition	1.00	100.00
B140 Relief from Stay/Adequate Protection Proceed	23.00	3,197.00
B150 Meetings of and Communication with Creditors	4.00	1,600.00
B160 Fee/Employment Applications	3.30	330.00
B170 Fee/Employment Objections	0.60	191.00
B180 Avoidance Action Analysis	32.50	8,213.50
B185 Assumption/Rejection of Leases and Contracts	43.80	7,985.50
B190 Other Contested Matters (excluding assumptio	12.40	3,205.50
B195 Non-Working Travel	22.40	8,575.00
B210 Business Operations	116.85	32,318.00
B230 Financing/Cash Collections	41.80	15,932.50
B310 Claims Administration and Objections	2.60	298.50
B320 Plan and Disclosure Statement (including Bus	4.90	1,622.50
INVOICE TOTAL	386.45	98,200.00